

FETHERSTONHAUGH ROBERT
 Form 4
 December 13, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FETHERSTONHAUGH ROBERT

(Last) (First) (Middle)

C/O CLARIDGE INC., 1170 PEEL STREET

(Street)

MONTREAL CANADA H3B 4P2

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUNOPTA INC [STKL; SOY]

3. Date of Earliest Transaction
 (Month/Day/Year)
12/09/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy Common Stock)	\$ 5.96	12/09/2004	A	7,000					<u>(1)</u>	12/09/2008	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FETHERSTONHAUGH ROBERT C/O CLARIDGE INC. 1170 PEEL STREET MONTREAL CANADA H3B 4P2		X		

Signatures

/s/ Nazzareno Antonio Santache,
Attorney-in-Fact (3) 12/13/2004

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 1,750 of the stock options are immediately exercisable; 1,750 of the stock options vest on December 9, 2005; 1,750 of the stock options vest on December 9, 2006; and 1,750 of the stock options vest on December 9, 2007.
- (2) The stock options were granted pursuant to SunOpta Inc.'s 2002 Plan. No consideration was paid by Mr. Fetherstonhaugh for the stock options.

Remarks:

(3) Attorney-in-Fact for Mr. Fetherstonhaugh pursuant to a Power of Attorney attached to this Form 4 as Exhibit 24.1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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